

**Bylaws of
NORTHEAST OHIO MEDICAL RESERVE CORPS, INC.**

Article I. Name and purpose

A. The name of this corporation shall be NORTHEAST OHIO MEDICAL RESERVE CORPS, INC. (NEOMRC).

B. The purpose of this corporation is to engage in the activities of an Emergency Medical Service Organization as defined in Section 4765.01(G) of the Ohio Revised Code.

C. The corporation is organized and shall be operated exclusively to:

1. Provide pre-hospital care to:

a) The general public

b) Participants in fund raising activities for other non-profit charitable organizations

c) Assist local Fire Departments and/or EMS Agencies in the event of a disaster and other assignments that affect the public health.

d) Other organizations;

2. To promote education and training for the pre-hospital care provider

3. To aid, assist and contribute to the support of institutions which are organized and operated within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now or hereafter in effect, and section 1702 of the Ohio Revised Code of the State of Ohio, as now or hereafter in effect.

D. This corporation shall operate as a Volunteer Rescue Service.

E. The Board of Trustees has the authority to approve any documentation needed for verification, registration update, or required reports by either the Internal Revenue Service or the Secretary of State, State of Ohio, or any governmental agency at any level requiring information or reports.

Article II. Definitions

A. First Responder – an individual who holds a current, valid certificate issued under section 4765.30 of the Ohio Revised Code to practice as a first responder.

B. EMT-B – an individual who holds a current, valid certificate issued under section 4765.30 of the Ohio Revised Code to practice as an emergency medical technician-basic.

C. EMT-I – an individual who holds a current, valid certificate issued under section 4765.30 of the Ohio Revised Code to practice as an emergency medical technician-intermediate.

D. EMT-P – an individual who holds a current, valid certificate issued under section 4765.30 of the Ohio Revised Code to practice as an emergency medical technician-paramedic.

E. Registered Nurse – an individual who holds a current, valid license under Chapter 4723 of the Ohio Revised Code authorizing the practice of nursing as a registered nurse.

F. Physician – an individual who holds a current, valid certificate issued under Chapter 4731 of the Ohio Revised Code authorizing the practice of medicine and surgery or osteopathic medicine and surgery.

G. Physician's Assistant – a skilled person qualified by academic and clinical training to provide services to patients as a physical assistant under the supervision and direction of one or more physicians who are responsible for the physician's assistant's performance as defined and outlined in Chapter 4730 of the Ohio Revised Code.

H. Amateur Radio Operator – an individual who holds a current, valid license issued under the Code of Federal Regulations, Title 47, Part 97 as an Amateur Radio Operator.

Article III. Membership and Voting

A. Membership in NEOMRC shall be open to all persons who are sympathetic to the above stated purpose. NEOMRC meets all tests of non-discrimination as required by Federal and State law.

B. Membership in NEOMRC shall be divided into the classes outlined below:

1. A Full Member shall be those dues paying members that are a First Responder, EMT-B, EMT-I, EMT-P, Registered Nurse, Physician or a Physician's Assistant. To maintain Full Member status the individual must maintain their certification as a First Responder, EMT-B, EMT-I, EMT-P, Registered Nurse, Physician or a Physician's Assistant.

2. An Associate Member shall be those dues paying members that are currently certified in at least American Heart Association CPR. To maintain Associate Member status the individual must maintain their certification in American Heart Association CPR.

3. A Communications Member shall be those dues paying members that are currently an Amateur Radio Operator and is currently certified in at least American Heart Association CPR. To maintain Communications Member status the individual must maintain their certification in American Heart Association CPR and their Amateur Radio Operator status.

4. Honorary Members shall be those individuals selected by the Board of Trustees to be recognized for their contributions to NEOMRC and shall have no vote.

5. Auxiliary Members shall be those individuals selected by the Board of Trustees that have consistently been a supporter of NEOMRC and shall have no vote.

6. Volunteers shall be those individuals needed on a temporary basis to supplement staffing at specific events and/or activities. Volunteers shall have no vote.

7. Corporate Members shall be those corporations or individuals who have supported NEOMRC through donations. Acceptance as a Corporate Member is subject to Board of Trustees approval. The Board of Trustees shall review Corporate Membership status annually. Corporate Members shall have no vote.

C. Each Full, Associate and Communications Member in good standing shall have one vote at any General Membership, Annual or Special Meeting of NEOMRC. To be considered a member in good standing, the member shall have paid current annual dues as determined by the Board of Trustees. Members must also demonstrate support of the organization by participating in at least one (1) NEOMRC event as defined by the Board of Trustees, or meeting within the past twelve (12) months.

D. The President shall appoint a Credentials Committee to check the membership status of all persons entering the Annual or Special Meeting. Each member shall be handed a voter I.D. for use at the meeting.

E. Voting by proxy shall not be permitted.

F. Membership shall be by application and election.

G. Applications for membership shall be submitted in writing at a Membership Meeting or via US Mail. The application shall be accompanied by a full years advance dues payment. One member of the Board of Trustees shall interview the applicant either in person or on the telephone. The Board of Trustees Member shall make a recommendation to the rest of the Board and a vote shall be taken, if approved, membership shall commence the 1st of the month following the meeting of the vote for a period of one year. A copy of the Bylaws and Membership Handbook shall be sent to the new member via US Mail or E-Mail.

Article IV. Meetings

A. General Membership Meetings will be held monthly except for the month of October. The President may cancel the November and December meetings for observance of the holidays.

B. The Annual Meeting shall be held in October unless determined otherwise by the Board of Trustees.

C. Special Meetings of the membership may be called by the Board of Trustees whenever deemed necessary.

D. Meeting places and times-of-day will be determined by the Board of Trustees.

E. Attendance by at least twenty-five (25) percent or twenty-five members of the Full, Associate and Communications Members in good standing shall constitute a quorum for conducting all business at any meeting of the membership.

F. A minimum of 7 days notice of any regular or special general membership meeting shall be sent via US Mail or E-Mail to all members in good standing.

G. The Board of Trustees shall be responsible for carrying out the business of NEOMRC and for exercising general supervision of the affairs of NEOMRC between General Membership Meetings, subject to the control of the general membership.

H. The Board of Trustees shall meet at least four times each calendar year.

I. The Board of Trustees shall meet to elect Board of Trustees Officers within one month following the Annual Membership Meeting.

J. The Board of Trustees shall meet to appoint the Chief within one month following the Annual Membership Meeting.

K. Special meetings of the Board of Trustees shall be held whenever called by the President or by any three Trustees. A majority of the members of the Board shall constitute a quorum for the conduct of business at any meeting of the Board.

L. Any action which may be taken at a meeting of Trustees may be taken without a meeting if authorized by a writing or writings signed by all the Trustees, which writing or writings shall be filed or entered upon the records of the Corporation.

Article V. Election of the Board of Trustees

A. The Board of Trustees shall consist of five (5) members. To be eligible to stand for election, the member shall have been a Full Member in good standing for the two years immediately prior to election, and are an EMT-B, EMT-I, EMT-P, Registered Nurse, Physician or Physician's Assistant.

B. A nominee for Trustee shall be present at the election or shall have indicated in writing to the Chairperson of the Nominating Committee or to the Secretary his/her willingness to serve. No nominations may be presented at the annual meeting or at any regular or special meeting of the Board of Trustees, which do not fulfill the foregoing.

C. Members of the Board shall, upon anticipation of each term, be elected at the Annual Meeting, as determined by the Board of Trustees. Members appointed to fill un-expired terms may be elected to the Board at each annual meeting of the membership or at any regular or special meeting of the Board of Trustees.

D. The original Board of Trustees terms shall begin on January 1, 2005 and the term lengths shall be staggered as follows: Trustee #1 – 7 years, Trustee #2 – 6 years, Trustee #3 – 6 years, Trustee #4 – 5 years, Trustee #5 – 5 years. Subsequent terms shall be five years, starting January 1st and expiring on December 31st. The two-year requirement to become a Trustee is waived for the original Board of Trustees.

E. Members of the Board of Trustees may be removed from office for malfeasance, misfeasance, and nonfeasance in office by a $\frac{3}{4}$ vote of the Board present and voting at any regular or special meeting.

F. All chairpersons of standing and special committees who are not members of the Board of Trustees shall serve as ex-officio members of the Board of Trustees and shall have no vote.

G. Each Trustee shall hold office until his successor has been elected or until his earlier resignation, removal from office, or death. Trustees shall be subject to removal as provided by statute or by other lawful procedures and nothing herein shall be construed to prevent the removal of any and all Trustees in accordance therewith.

H. Each member of the Board of Trustees may serve only two successive five-year terms.

I. As determined by a majority vote of the Board of Trustees, one Trustee shall be appointed and serve as the Statutory Agent of the corporation as defined in the Ohio Revised Code. Said Director shall remain Statutory Agent until termination, resignation, or expiration of his or her term as a Trustee at which time a new Statutory Agent will be appointed as provided in this section and all appropriate filings to the State of Ohio are to be made.

Article VI. Board of Trustees Officers

A. Officers shall consist of President, Internal Vice President, External Vice President, Secretary, and Treasurer.

B. Board of Trustees Officers of NEOMRC shall be selected from the members of the Board of Trustees and elected by majority vote of the Board of Trustees.

C. Board of Trustees Officers shall serve for a term of one year, starting and expiring on January 1st of each calendar year.

D. No Board of Trustees Officer may serve more than five successive one-year terms in the same position.

Article VII. Duties of Board of Trustees Officers

A. President: It shall be the duty of the President to preside at all meetings of the Board of Trustees; to sign the records thereof; and in general to perform all the duties usually incident to such office, or which may be required by the Board.

B. Internal Vice President: The Vice President shall perform all the duties of the President in case of absence or disability of the latter and to perform all other duties that may be required by the Board with an emphasis on internal operations.

C. External Vice President: The Vice President shall perform all the duties of the President in case of absence or disability of the latter and to perform all other duties that may be required by the Board with an emphasis on matters dealing with outside organizations.

D. Treasurer: It shall be the duty of the Treasurer to:

1. The Treasurer shall receive and safely keep all money and records, office equipment and supplies of NEOMRC, and disburse the same, under the direction of the Board of Trustees.
2. The Treasurer shall keep an accurate account of the finances of NEOMRC in books, either manual or electronic, specifically provided for that purpose and hold the same open for inspection and examination of the Directors or any members in good standing, and shall present abstracts of the same at annual meeting of the membership or any other meetings when requested and in general perform all the duties usually pertaining to that office or which may be required by the Board.
3. Expenditures in excess of \$100.00 are required to be approved by the Board of Trustees. Expenditures less than or equal to \$100.00 may be approved by any one Board of Trustee member.
4. On the expiration or termination of the treasurer's term, the treasurer shall deliver all money and other property of NEOMRC entrusted to the Treasurer to the elected successor or the President.
5. In general to perform all the duties usually pertaining to that office or which may be required by the Board.

E. Secretary: It shall be the duty of the Secretary to:

1. Keep an accurate record of the acts and proceedings of the Board of Trustees and the General Membership.
2. To keep all books, records, papers, and property of NEOMRC entrusted to the Secretary and to deliver them to the elected successor or to the President.
3. The notification of members of regular or special meetings and for notifying the Board of Trustees of regular or special meetings and for all the correspondence of NEOMRC and any other duties which may be required by the Board.
4. On the expiration or termination of the secretary's term, the secretary shall deliver all property of NEOMRC entrusted to the secretary to the elected successor or the President.

Article VIII. The Chief

- A. It shall be the duty of the Chief to preside at all meetings of the NEOMRC membership and in general to perform all the duties usually incident to such office, or which may be required by the Board.
- B. The term of Chief shall be one year, starting and expiring on January 1st of each calendar year.

C. The Chief shall appoint, subject to the approval of the Board of Trustees, standing and special officers in order to assist NEOMRC in its programs and purposes. Such officers may include, but are not limited to Assistant Chief, Captain, Lieutenant, Training Officer, Supply Officer, and Communications Officer. The term shall be one year, starting and expiring on January 1st of each calendar year.

D. The Chief shall be the primary liaison for other organizations.

Article IX. Committees

A. The Chief shall appoint, subject to the approval of the Board of Trustees, standing and special committees in order to assist NEOMRC in its programs and purposes. Such committees may include, but are not limited to Public Service, Training, Membership, Publicity, Program, Fund Raising, and Communications.

B. An Audit Committee consisting of three (3) members of NEOMRC in good standing shall be nominated by the President and elected by majority vote of the membership at the annual general membership meeting.

1. The Audit Committee shall audit the books of NEOMRC in the month prior to the annual general membership meeting and shall report its findings to the membership meeting.

2. In the event that any elected member of the Audit Committee is unable to perform the audit duties, the board may appoint a replacement from the general membership in good standing.

3. If the Audit Committee feels that an independent audit is warranted, the Board has the authority to contract for such an audit.

C. A Nominating Committee consisting of three (3) members of NEOMRC in good standing shall be nominated by the President and elected by majority vote of the membership at the annual membership meeting. The Nominating Committee shall present a slate of candidates for the Board of Trustees at the next annual meeting following their election to be included in the notice of the meeting sent to all members in good standing.

Article X. Expenditures, Dues, Assessments and Fiscal Year

A. Expenditures in excess of \$100 must be approved by a majority vote of the Board of Trustees. Expenditures less than or equal to \$100 must be approved by one Board of Trustee Member.

B. Annual dues in NEOMRC shall be proposed by the Board of Trustees and approved by the membership a General Membership, Annual or Special Meeting.

C. Proposals for assessments shall be submitted in writing prior to any regular or special meeting and shall be voted on at the next General Membership, Annual, or Special Meeting, provided all members have been notified in writing prior to the vote meeting. The assessment may be levied by a two-thirds vote of the members

of NEOMRC in good standing. Assessments shall not be levied on Auxiliary or Honorary Members.

D. The fiscal year of NEOMRC shall end on December 31st.

Article XI. Amendments

A. The Bylaws may be amended or repealed by a two-thirds vote of the Full and Associate members in attendance at the annual meeting or at a special meeting called for that purpose.

B. Notification and text of proposed amendment(s) to the Bylaws must be provided to the membership no less than 30 days prior to the meeting at which such amendment(s) will be considered. This notification shall also serve as notice of the meeting pursuant to Article III.

Article XII. Rules and Regulations

A. All Rules and regulations pertaining to the general operating practices of NEOMRC will be decided by a majority vote of the Board of Trustees.

B. The compilation of the Rules and Regulations shall be published and made available to the membership in the form of a Membership Handbook.

Article XIII. Indemnification Of Trustees, Officers, Employees And Others

A. Right of Indemnification. The Corporation shall indemnify any Trustee or officer to the fullest extent provided by, or permissible under, Section 1701.13 (E), Ohio Revised Code; and the Corporation is hereby specifically authorized to take any and all further action to effectuate any indemnification of any Trustee or officer which any Ohio corporation may have power to take by any vote of the Member, vote of disinterested Trustees, by any agreement, or otherwise. This Section of the Bylaws of the Corporation shall be interpreted in all respects to expand such power to indemnify to the maximum extent permissible to any Ohio Corporation with regard to the particular facts of each case, and not in any way to limit any statutory or other power to indemnify, or right of any individual to indemnification.

B. Insurance for Indemnification. The Corporation may purchase and maintain insurance for protection of the Corporation and for protection of any Trustee, officer, employee and/or any other person for whose protection, and to the fullest extent, such insurance may be purchased and maintained under Section 1701.13 (E) (7), Ohio Revised Code, or otherwise. Such policy or policies of insurance may provide such coverage and be upon such terms and conditions as shall be authorized or approved from time to time by the Board of Trustees or the members of the Corporation.

Article XIV. Merger and Dissolution

A. No merger shall be made with any group in which NEOMRC would lose its identity. Any other merger may be made upon the consent of ninety (90) percent of the individual and organization members of NEOMRC in good standing, and of two-thirds of the Board of Trustees.

B. In the event NEOMRC shall be dissolved, it shall be the duty of the Board of Trustees to distribute any assets on hand to such charitable organization or organizations which qualify for exemption as charitable organizations under the then existing rules and regulations of the Internal Revenue Code of the United States. The distribution of assets must meet the guidelines established within the Articles of Incorporation as filed with the Secretary of State of the State of Ohio.